

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

IN RE TIVITY HEALTH, INC.
STOCKHOLDER DERIVATIVE
LITIGATION

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)
) Master Docket No. 3:18-cv-00087
)
) Consolidated with No. 3:18-cv-00797
)
)
) Chief Judge Crenshaw
) Magistrate Judge Newbern
)

STIPULATION AND ORDER REGARDING ATTORNEYS' FEES AND INCENTIVE AWARD

WHEREFORE, on January 8, 2021, Plaintiff Andrew H. Allen ("Plaintiff") filed Plaintiff's Application for an Award of Attorneys' Fees, Reimbursement of Expenses, and Incentive Award (Doc. No. 80) (the "Motion for Fees"), which Defendants opposed (Doc. No. 86) and Plaintiff filed a reply brief in further support thereof (Doc. No. 89);

WHEREFORE, on February 19, 2021, the Court held a hearing on, among other things, the Motion for Fees and ordered the Parties¹ to attend a further mediation in an attempt to resolve the dispute over the Motion for Fees;

WHEREFORE, the Parties had further settlement negotiations after the February 19, 2021, hearing;

¹ "Parties" refers to Plaintiff, Individual Defendants Donato Tramuto, Adam Holland, Glenn Hargreaves, Kevin G. Wills, Bradley S. Karro, Paul H. Keckley, Conan J. Laughlin, Robert Greczyn, Lee A. Shapiro, Archelle Georgiou, Peter Hudson, Mary Jane England, and Nominal Defendant Tivity Health, Inc.

WHEREFORE, the Parties filed a Stipulation and [Proposed] Order Regarding Attorneys' Fees on February 23, 2021 (Doc. No. 100);

WHEREFORE, on February 24, 2021, the Court entered an Order that provided: "[B]y the close of business on February 26, 2021, the parties shall file a joint notice setting forth the date and time of mediation with Ms. [Michelle] Yoshida, unless a global resolution as to fees can be achieved";

WHEREFORE, the Parties are happy to report that counsel have conferred without the assistance of a mediation with Ms. Yoshida and have reached a global resolution as to the attorney fee award in the case;


WHEREFORE, the Parties hereby withdraw the Stipulation and [Proposed] Order filed on February 23, 2021, and replace it with this Stipulation and [Proposed] Order;

NOW, THEREFORE, the Parties, through their undersigned attorneys and subject to the Court's approval, stipulate and agree to the following:

Pursuant to Paragraph 4 of the Stipulation of Settlement (the "Stipulation") (Doc. No. 73) finally approved by the Court on February 19, 2021, Defendants shall pay one hundred thirty-five thousand dollars (\$135,000.00) in full and final settlement of the Motion for Fees and all claims for attorneys' fees and expenses and service awards in this case. The payment shall be made in accordance with Paragraph 4 of the Stipulation. Plaintiff's Counsel may pay Plaintiff an incentive award of two thousand five hundred dollars (\$2,500) out of the fee payment.

Stipulated and agreed this 25th day of February, 2021.

IT IS SO ORDERED.



WAVERLY D. CRENSHAW, JR.
CHIEF UNITED STATES DISTRICT JUDGE